

CERTIFICATE OF INCORPORATION
OF
PJM TECHNOLOGY, INC.

The undersigned, a natural person over the age of twenty-one years, for the purpose of forming a corporation pursuant to Subchapter I of the General Corporation Law of the State of Delaware, and acting in the capacity of incorporator of such corporation, does hereby certify:

FIRST:

The name of the corporation is:

PJM TECHNOLOGY, INC.

SECOND:

(a) The address of the registered office of the corporation in Delaware is:

229 South State Street
Dover, Delaware
in the County of Kent;

(b) The name of the registered agent of the corporation is:

The Prentice-Hall Corporation System, Inc.

THIRD:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH:

The total number of shares of stock which the corporation shall have the authority to issue is:

4,000,000 shares of Common Stock
par value \$.01 per share

1,000,000 shares of Preferred Stock
par value \$.01 per share

These shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors

is hereby expressly vested with authority to fix by resolution or resolutions the designations and powers, preferences and relative participating optional or other special rights and qualifications, limitations or restrictions thereof including without limitation, the voting powers, if any, the dividend rate, conversion rates, redemption price or liquidation preference of any series of shares of Preferred Stock and to fix the number of shares constituting any such series and to increase or decrease the number of shares of any such series (but not below the number of shares then outstanding). In case the number of shares of any such series shall be so decreased, those shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

FIFTH:

The name and mailing address of the Incorporator is:

Ambrose M. Richardson
750 Third Avenue
New York, N.Y. 10017

SIXTH:

Subject to the provisions of the General Corporation Law of the State of Delaware, the number of directors of the corporation shall be determined as provided by the By-laws. The election of directors need not be by written ballot.

SEVENTH:

The Board of Directors of the corporation shall have the power to adopt, make, alter, amend or repeal the By-laws of the corporation, by a vote of a majority of the whole Board as then constituted; however actions by the Board of Directors with respect to the By-laws may be modified, amended or repealed by action of the majority of the stockholders of the corporation.

EIGHTH:

The corporation shall have the power to indemnify any director, officer, employee or agent of the corporation or any person who serves or has served in the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent permitted by the General Corporation Law by the State of Delaware.

NINTH:

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

IN WITNESS WHEREOF, the undersigned has executed this
CERTIFICATE OF INCORPORATION on the 17 day of December
1974, and does hereby affirm the statements contained herein as
true under penalties of perjury.

Ambrose M. Richardson
Ambrose M. Richardson
As Incorporator
750 Third Avenue
New York, N.Y. 10017

<http://commodore.international/>